

**Company No: 2860390**

**ATRIUM UNDERWRITING GROUP LIMITED**

**REPORT AND FINANCIAL STATEMENTS  
31 DECEMBER 2016**

THURSDAY



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COMPANIES HOUSE

## **ATRIUM UNDERWRITING GROUP LIMITED**

### **DIRECTORS**

DA Baird  
SJ Cook  
O Gregory  
AGK Hamilton  
RdWW Harries  
JRF Lee  
BRA Merriman  
PJ O'Shea  
SJ Riley  
S Shah  
MW Smith

### **SECRETARY**

M Bruce  
Bruce Wallace Associates Limited  
120 Pall Mall  
London SW1Y 5EA

### **AUDITOR**

KPMG LLP  
15 Canada Square  
Canary Wharf  
London E14 5GL

### **BANKER**

Barclays Bank PLC  
Level 11  
1 Churchill Place  
London E14 5HP

### **REGISTERED OFFICE**

Room 790, Lloyd's  
1 Lime Street  
London EC3M 7DQ

## ATRIUM UNDERWRITING GROUP LIMITED

### STRATEGIC REPORT

The Directors present their strategic report for the year ended 31 December 2016.

#### Results

The profit after tax for the year, before dividends payable, amounted to \$23.5m (2015: \$27.6m).

Management has taken advantage of the exemption available in Section 401 of Companies Act 2006 allowing Atrium Underwriting Group Limited (AUGL) to prepare and submit company only accounts on the basis that the Company and its subsidiaries were included within the consolidated accounts of Enstar Group Limited (Enstar), the ultimate parent company.

#### Principal activities and review of the business

AUGL is the parent company of the Atrium Group of Companies (Atrium Group). AUGL is a limited liability company and participates in underwriting at Lloyd's through its subsidiary, Atrium 5 Limited (Atrium 5), on Syndicate 609. With effect from 1 January 2017 Atrium 5 has leased its capacity on Syndicate 609 to SGL No.1 Limited, a fellow company within the Enstar Group.

Atrium Group also owns a Lloyd's Managing Agency, Atrium Underwriters Limited (AUL), which manages Syndicate 609, and Atrium Insurance Agency Limited (AIAL), which manages a consortium of syndicates underwriting space risks. Atrium Group earns profits from the underwriting activities of Atrium 5 and fees and profit commission from the businesses of AUL and AIAL.

The Company measures the following Key Performance Indicators:

	2016 \$m	2015 \$m	Change %
Profit before tax	22.3	28.2	(21.1%)
Total assets less current liabilities	68.6	68.1	0.7%

The profit before tax of \$22.3m is lower than the 2015 profit of \$28.2m, largely due to a decrease in dividends received from the Company's subsidiaries, amounting to \$5.7m.

#### Strategy

The Company's strategy is to build book value through the provision of capital for, and the management of, underwriting operations.

#### Capital and funds at Lloyd's

The Atrium Group has capital requirements to meet solvency rules that apply to its regulated subsidiaries and to maintain sufficient shareholders funds to meet these requirements. It must also hold sufficient funds to support its level of underwriting capacity at Lloyd's. The Atrium Group maintained underwriting capacity for the 2016 year of account at \$132.2m (£107.1m). The Atrium Group's net funds at Lloyd's requirement is satisfied by an unsecured letter of credit and investments held by Atrium 5.

## **ATRIUM UNDERWRITING GROUP LIMITED**

### **STRATEGIC REPORT** *(continued)*

#### **Atrium's space venture**

Atrium Insurance Agency Limited (AIAL), a UK coverholder business authorised by the Financial Conduct Authority (FCA), manages the Atrium Space Insurance Consortium (ASIC). ASIC is led by Atrium's Syndicate 609 with a further ten Lloyd's syndicates delegating underwriting authority for ASIC to underwrite on their behalf. The consortium benefits from a line of up to US\$42.0m (2016: \$40.0m) for any one satellite or launch with Syndicate 609 taking a \$10.0m line for 2017 (2016: \$12.0m).

#### **Atrium's overseas operations**

The Group has service companies in Singapore, British Columbia, Canada and Washington State, USA to support the marketing and client service activities of Syndicate 609. On 19 July 2016, Syndicate 609 announced that it will no longer accept new business on its Singapore platform. The service company is now managing the run-off of the outstanding claims liabilities.

#### **Principal risks & uncertainties**

The Board of AUGL is responsible for the Group's systems and internal controls and for reviewing their effectiveness.

##### ***Governance***

The Board recognises the critical importance of having efficient and effective risk management systems in place but also recognises that it can only mitigate risks, and not eliminate them entirely. Within the Atrium Group there is an established risk management framework encompassing a risk register, a programme of internal control testing and the risk policies which set out the risk appetite, controls and business conduct standards in order to manage the risks to which the Atrium Group is exposed.

The principal risks and uncertainties facing the Company are as follows:

##### ***Income risk***

The Company is exposed to income risk through loss of dividend income from its subsidiaries. This risk arises if the underwriting results, and resulting profit commission receipts, of the subsidiaries are worse than expected due to higher frequency or severity of insured events (referred to as insurance claims risk). The group monitors its exposures to insured events using the Lloyd's prescribed Realistic Disaster Scenarios.

##### ***Market risk***

The key aspect of market risk is that the Company could incur losses on foreign exchange movements as a result of mismatches between the currencies in which assets and liabilities are denominated. This risk is mitigated as the majority of the Company's business is denominated in US dollars and the majority of assets are maintained in US dollars.

##### ***Liquidity risk***

This is the risk that the Company will not be able to meet its liabilities as they fall due, owing to a shortfall in cash. To mitigate this risk, cashflow projections are reviewed on a regular basis. The need for group borrowings or overdraft facilities in case of unprojected cash flow deficit is also reviewed regularly.

## ATRIUM UNDERWRITING GROUP LIMITED

### STRATEGIC REPORT (*continued*)

#### ***Operational risk***

This is the risk that errors caused by people, processes or systems lead to losses to the Company. The Atrium Group seeks to manage this risk by operating a control based environment which consists of documented procedures, segregation of duties and appropriate levels of review. Regular reviews are performed by internal audit to ensure that deviations from the Atrium Group's policies are identified and reported to the appropriate level of management when considered necessary.

#### ***Regulatory risk***

Subsidiary companies are required to comply with the requirements of the FCA and the PRA. Regulatory risk is the risk of loss owing to a breach of regulatory requirements or failure to respond to regulatory change. The Atrium Group has a Compliance Officer and a team who monitor regulatory developments and assess the impact on group policy. They also carry out a compliance monitoring programme.

By order of the Board



RdWW Harries  
Chief Executive Officer  
26 May 2017

## **ATRIUM UNDERWRITING GROUP LIMITED**

### **DIRECTORS' REPORT**

The Directors present their report for the year ended 31 December 2016.

#### **Dividends**

During the period a dividend of \$23.0m was paid from the profits available at the time, based on the interim accounts prepared. The Directors do not recommend a final dividend, making the total dividends paid in the year \$23.0m (2015: \$24.5m).

#### **Directors and officers of the Company**

The current directors of the Company are disclosed on page 1.

The following director was appointed during the year:  
MW Smith (appointed effective 12 January 2016)

The following director resigned during the year:  
RJ Harris (resigned effective 12 January 2016)

The following director changes occurred after the year end but before the date of this report:  
NA Packer (resigned effective 1 February 2017)  
O Gregory (appointed effective 1 February 2017)

#### **Board and management changes**

##### **In 2016**

Richard Harris, an Atrium Non-Executive Director since 2013, stepped down from the Board on 12 January 2016 and was replaced by Mark Smith, also an Atrium Non-Executive Director, on the same date.

With effect from 1 January 2016 a number of Board changes within the group took effect. Richard Harries stepped down from his role as Active Underwriter for Syndicate 609 and was replaced by Toby Drysdale. Richard became the Chief Executive Officer of the Managing Agency and remains the Chief Executive Officer of the Atrium Group.

##### **In 2017**

Nick Packer, an Atrium Non-Executive Director since 2013, stepped down from the Board on 1 February 2017 and was replaced by Orla Gregory, an Atrium Non-Executive Director, on the same date.

#### **Future developments**

The Directors intend that the Company, through its subsidiaries, will continue to participate in underwriting at Lloyd's on its managed syndicate. With effect from 1 January 2017 Atrium 5 has leased its capacity on Syndicate 609 to SGL No.1 Limited, a fellow company within the Enstar Group, in return for a lease payment based on the syndicate results.

#### **Events since the balance sheet date**

There have been no significant events since the balance sheet date other than those noted in the Board and Management changes above.

#### **Going concern**

## **ATRIUM UNDERWRITING GROUP LIMITED**

### **DIRECTORS' REPORT** *(continued)*

Following consideration, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for at least a twelve month period from the date of issue of these financial statements. For this reason they continue to adopt the going concern basis in preparing the financial statements.

#### **Political donations**

The Company made no political donations during the year (2015: £nil).

#### **Financial risk management**

The risk management of the Company has been detailed within the Strategic Report on page 2.

#### **Disclosure of information to the auditor**

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the Company's auditor, each director has taken all the steps that he/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information.

#### **Re-appointment of auditor**

The Board of Directors re-appointed KPMG LLP as the Company auditor for the year ending 31 December 2017. KPMG LLP indicated their willingness to continue in office as the Company auditor.

By order of the Board



RdWW Harries  
Chief Executive Officer  
26 May 2017

## **ATRIUM UNDERWRITING GROUP LIMITED**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE STRATEGIC REPORT, THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS**

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) including Financial Reporting Standard 102 'The Financial Reporting Standard Applicable in the UK and Republic of Ireland (FRS 102)'.

Under company law the Directors must not approve the financial statements unless they are satisfied that the financial statements give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards including FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006 updated by FRS 102. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.





## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ATRIUM UNDERWRITING GROUP LIMITED**

We have audited the financial statements of Atrium Underwriting Group Limited for the year ended 31 December 2016 set out on pages 09 to 22. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of directors and auditor**

As explained more fully in the Directors' Responsibilities Statement set out on page 07, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on other matters prescribed by the Companies Act 2006**

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year is consistent with the financial statements.

Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the Strategic report and the Directors' report:

- we have not identified material misstatements in those reports; and
- in our opinion, those reports have been prepared in accordance with the Companies Act 2006.

### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

**Jonathan Bell (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**  
Chartered Accountants  
15 Canada Square  
Canary Wharf  
London E14 5GL  
26 May 2017

# **ATRIUM UNDERWRITING GROUP LIMITED**

## **INCOME STATEMENT**

**For the year ended 31 December 2016**

		<b>2016</b>	<b>2015</b>
	<b>Notes</b>	<b>\$'000</b>	<b>\$'000</b>
Administrative expenses	4,5,6	<b>(6,958)</b>	(6,683)
<b>Operating loss</b>		<b>(6,958)</b>	(6,683)
Interest income		<b>12</b>	10
Income from shares in group undertakings		<b>29,200</b>	34,866
<b>Profit on ordinary activities before tax</b>		<b>22,254</b>	28,193
Tax credit/(charge) on profit on ordinary activities	7	<b>1,207</b>	(565)
<b>Profit on ordinary activities after tax</b>		<b>23,461</b>	27,628

All results are derived from continuing activities.

The attached notes form an integral part of these financial statements.

# ATRIUM UNDERWRITING GROUP LIMITED

## BALANCE SHEET

As at 31 December 2016

		2016	2015
	Notes	\$'000	\$'000
<b>Fixed assets</b>			
Investments in subsidiaries	9	68,056	68,056
<b>Current assets</b>			
Debtors: amounts falling due within one year	10	6,558	4,191
Cash and cash equivalents		463	6,142
		<u>7,021</u>	<u>10,333</u>
Creditors: amounts falling due within one year	11	(6,492)	(10,265)
<b>Net current assets</b>		<u>529</u>	<u>68</u>
<b>Total assets less current liabilities</b>		<u>68,585</u>	<u>68,124</u>
<b>Capital and reserves</b>			
Called up share capital	12	24,702	24,702
Share premium account		2,160	2,160
Revaluation reserve		40,847	40,847
Retained earnings		876	415
<b>Shareholders' funds</b>		<u>68,585</u>	<u>68,124</u>

The attached notes form an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 25 May 2017 and were signed on its behalf by:



RdWW Harries  
Chief Executive Officer



BRA Merriman  
Chief Financial Officer

Company No: 2860390

# **ATRIUM UNDERWRITING GROUP LIMITED**

## **STATEMENT OF CHANGES IN EQUITY** **For the year ended 31 December 2016**

	Share Capital \$'000	Share Premium \$'000	Revaluation Reserve \$'000	Retained Earnings \$'000	Total \$'000
Balance as at 1 January 2015	24,702	2,160	40,847	(2,713)	64,996
Profit for the year	-	-	-	27,628	27,628
Dividend	-	-	-	(24,500)	(24,500)
<b>Balance as at 31 December 2015</b>	<b>24,702</b>	<b>2,160</b>	<b>40,847</b>	<b>415</b>	<b>68,124</b>
Profit for the year	-	-	-	23,461	23,461
Dividend	-	-	-	(23,000)	(23,000)
<b>Balance as at 31 December 2016</b>	<b>24,702</b>	<b>2,160</b>	<b>40,847</b>	<b>876</b>	<b>68,585</b>

# **ATRIUM UNDERWRITING GROUP LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

**31 December 2016**

### **1. GENERAL INFORMATION**

The principal activity of the Company during the year remained as a parent company of the Atrium Group of Companies.

The Company is limited by shares and is incorporated in the United Kingdom. The address of its registered office is Room 790, Lloyd's, 1 Lime Street, London, EC3M 7DQ.

### **2. STATEMENT OF COMPLIANCE**

The financial statements are prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' (FRS 102) and section 396 of, and schedule 4 to, the Companies Act 2006.

### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **(a) Basis of preparation**

The financial statements are prepared on a going concern basis under the historical cost convention. The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3(m).

#### **(b) Change in accounting policy/prior period adjustment**

There have been no changes in accounting policies or any prior period adjustments.

#### **(c) Exemptions for qualifying entities under FRS 102**

FRS 102 allows a qualifying entity certain disclosure exemptions. A qualifying entity is defined as a member of a group that prepares publicly available financial statements, which give a true and fair view, in which that member is consolidated. Atrium Underwriting Group Limited is a qualifying entity as its results are consolidated into the financial statements of Enstar Group Limited which are publicly available.

As a qualifying entity, the Company has taken exemption from the requirement to prepare a statement of cash flows as required by paragraph 3.17(d) of FRS 102.

#### **(d) Going Concern**

The Company produces annual forecasts which take account of possible changes to the revenue streams and expense base of the Company. These forecasts show that the Company should have sufficient financial resources in order to continue trading for the foreseeable future. Following consideration, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for at least a twelve month period from the date of issue of these financial statements. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

# ATRIUM UNDERWRITING GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

31 December 2016

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (e) Foreign currencies

##### i) Functional and presentation currency

The Company's functional and presentational currency is US dollars.

##### ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the quarterly average rate in effect at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the retranslation at the period-end, are recognised in the income statement.

Foreign currency rates of exchange to the functional currency (US dollars) are shown in the table below.

	Closing rate at 31 December 2016	Average rate Quarter 1 2016	Average rate Quarter 2 2016	Average rate Quarter 3 2016	Average rate Quarter 4 2016
Sterling	1.2345	1.4318	1.4354	1.3130	1.2420
Euro	1.0547	1.1034	1.1296	1.1162	1.0780
Canadian dollar	0.7435	0.7286	0.7759	0.7665	0.7493
Singapore dollar	0.6912	0.7132	0.7365	0.7393	0.7087

#### (f) Employee benefits

##### i) Short term benefits

Short term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

##### ii) Pensions

The Company incurs pension costs from a defined contribution scheme, which is operated by Atrium Group Services Limited (AGSL). Certain directors and staff have personal pension arrangements to which the Company contributes. Contributions are charged to the income statement as they become payable in accordance with rules of the schemes.

# ATRIUM UNDERWRITING GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

31 December 2016

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (f) Employee benefits *(continued)*

##### iii) Share based incentive schemes

During the financial year, Enstar Group Limited operated a number of executive and employee share based incentive schemes in the shares of the intermediate holding company, Northshore Holdings Limited (Northshore). The cost of equity-settled transactions with employees is measured by reference to the fair value of the equity instrument at the date at which it was granted. The expense is recognised in the income statement over the performance period of the share based incentive scheme.

The fair value of the equity-settled transactions granted was set by the Board of Directors of Northshore.

The Company has taken advantage of the transition exemption under paragraph 35.10(b) of FRS 102 in respect of share-based payment transactions, from retrospectively re-measuring share-based payments based on the requirements of FRS 102 for those share awards granted before the transition date.

#### (g) Taxation

The tax credit represents the sum of the current tax and the deferred tax.

*Current tax:* the current tax credit or charge is based on the taxable profit or loss for the year. Taxable profit or loss differs from profit or loss as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's group relief receipt is calculated using tax rates enacted or substantively enacted at the balance sheet date.

*Deferred tax:* deferred tax is generally provided in full on timing differences arising between the tax bases of assets and liabilities and their carrying value in the financial statements. Deferred tax is measured on an undiscounted basis using tax rates enacted or substantively enacted at the balance sheet date and which are expected to apply when the related tax is payable or receivable.

Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

#### (h) Operating leased assets

Leases that do not transfer all of the risks and rewards of ownership are classified as operating leases. Payments under operating leases are charged to the income statement on a straight-line basis over the period of the lease.

# ATRIUM UNDERWRITING GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

31 December 2016

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (i) Investment income and expenses

Dividends are included as investment income when the investments to which they relate are declared "ex-dividend". Interest income and investment expenses are recognised on an accruals basis.

Realised investment gains and losses are calculated as the difference between net proceeds on disposal and their purchase price.

Unrealised investment gains and losses are calculated as the difference between the valuation at the balance sheet date and their valuation at the last balance sheet date or purchase price, if acquired during the year. Unrealised investment gains and losses include adjustments in respect of unrealised gains and losses recorded in prior years that have been realised during the year and are reported as realised gains and losses in the income statement.

#### (j) Impairment of non-financial assets

At each balance sheet date non-financial assets not carried at fair value are assessed to determine whether there is an indication that the asset may be impaired. If there is such an indication the recoverable amount of the asset is compared to the carrying amount of the asset.

The recoverable amount of the asset is the higher of the fair value less costs to sell and value in use. Value in use is defined as the present value of the future pre-tax and interest cash flows obtainable as a result of the asset's continued use. The pre-tax and interest cash flows are discounted using a pre-tax discount rate that represents the current market risk-free rate and the risks inherent in the asset.

If the recoverable amount of the asset is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount and the impairment loss is recognised in the income statement.

If an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the revised carrying amount does not exceed the carrying amount that would have been determined (net of depreciation) had no impairment loss been recognised in prior periods. A reversal of the impairment loss is recognised in the income statement.

#### (k) Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.



# **ATRIUM UNDERWRITING GROUP LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

**31 December 2016**

### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)***

#### **(I) Financial instruments**

The Company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

##### **Financial assets**

Basic financial assets, including debtors and cash and cash equivalents, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. All such financial assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the income statement immediately.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in the income statement immediately.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party, or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

##### **Financial liabilities**

Basic financial liabilities, including trade creditors, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method. Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at the transaction price and subsequently are measured at amortised cost.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

##### **Offsetting**

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is an enforceable right to set off the recognised amounts, and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously.

# ATRIUM UNDERWRITING GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

31 December 2016

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (m) Critical accounting judgements and estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, revenue and expenses. There were no significant accounting judgements made during the year.

Estimates and underlying assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are reasonable under the circumstances. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

#### (n) Investment in subsidiaries

AUGL acts as the holding company for a number of companies within the Atrium Group. See note 9 for a full listing of the subsidiaries.

Paragraph 9.26 of FRS 102 requires investments in subsidiaries to be accounted for either:

- (a) at cost less impairment,
- (b) at fair value with changes in fair value recognised in other comprehensive income,
- (c) at fair value with changes in fair value recognised in profit or loss.

Under a transitional arrangement, paragraph 35.10 (f) (ii) of FRS 102 permits deemed cost to be used at the date of implementing FRS 102, which shall be the carrying amount at the date of transition as determined under the entity's previous GAAP. The directors have decided to adopt this transitional arrangement. This deemed cost is checked annually to the latest fair value estimate for impairment.

### 4. ADMINISTRATIVE EXPENSES

	2016 \$'000	2015 \$'000
These include:		
Auditors' remuneration – statutory audit	27	31
Operating lease rentals	<u>36</u>	<u>30</u>

Payments to the Company's auditor for other services amounted to \$61,038 (2015: \$61,134).

### 5. EMPLOYEE BENEFITS

The Company does not have any employees; however it uses the services of employees of the Atrium Group for which it is recharged \$2,770,516 (2015: \$4,007,364). \$1,641,386 (2015: \$2,225,945) relating to share based incentive schemes is included within this recharge.

# ATRIUM UNDERWRITING GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

31 December 2016

### 6. DIRECTORS' REMUNERATION

The Directors of the Company are remunerated by Atrium Group Services Limited (AGSL), the employing company within the Atrium Group. Their remuneration is disclosed in the financial statements of AGSL. \$2,414,291 is recharged to the Company for the use of these services (2015: \$3,150,549).

The amount recharged from AGSL for key management personnel includes share-based payments under FRS 102.

### 7. TAXATION

#### (a) Tax on income statement

	2016 \$'000	2015 \$'000
The tax (credit)/charge is made up as follows:		
<b>Current tax:</b>		
Group relief received	(1,392)	(1,158)
Tax under provided in previous years	189	1,723
Impact of exchange rate differences	(4)	-
Tax (credit)/charge on ordinary activities	<u>(1,207)</u>	<u>565</u>

#### (b) Reconciliation of tax (credit)/charge

	2016 \$'000	2015 \$'000
Profit on ordinary activities before tax	<u>22,254</u>	<u>28,193</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015: 20.25%)	4,451	5,709
Permanent differences	(7)	193
Amounts under provided in previous years	189	1,723
Intragroup dividends	<u>(5,840)</u>	<u>(7,060)</u>
Total tax (credit)/charge for the year (note 7 (a))	<u>(1,207)</u>	<u>565</u>

#### (c) Factors affecting future tax charges

The UK corporation tax rate for the 2016/2017 tax year was 20%. With effect from 1 April 2017 the rate will reduce to 19% as enacted as part of Finance Act 2015.

### 8. DIVIDENDS

	2016 \$'000	2015 \$'000
Declared and paid during the year	<u>23,000</u>	<u>24,500</u>

# ATRIUM UNDERWRITING GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

31 December 2016

### 9. INVESTMENTS IN SUBSIDIARIES

	2016	2015
	\$'000	\$'000
Cost:		
At 1 January and 31 December	27,209	27,209
Value adjustments:		
At 1 January and 31 December	40,847	40,847
Impairments:		
At 1 January and 31 December	-	-
Net book value at 31 December	<u>68,056</u>	<u>68,056</u>

Details of the investments in which the Company (unless indicated) holds 20% or more of the nominal value of any class of share capital are as follows:

Company undertakings	Primary business operation	Class of shares	% Held
Atrium Group Services Limited	Service Company	Ordinary	100
Atrium Insurance Agency Limited	UK Coverholder	Ordinary	100
Atrium Insurance Agency (Asia) Pte Limited	Singapore Coverholder	Ordinary	100
Atrium Underwriters Limited	Lloyd's Managing Agency	Ordinary	100
Atrium Underwriting Holdings Limited	Holding Company	Ordinary	100
Atrium 5 Limited	Underwriter at Lloyd's	Ordinary	100
Atrium Risk Management Services (Washington) Limited	Service Company	Ordinary	100
Atrium Risk Management (British Columbia) Limited	Service Company	Ordinary	100
Atrium Nominees Limited	Holds Northshore shares on behalf of Atrium employees	Ordinary	100 *

\*Held by a subsidiary undertaking

In addition the company holds 100% ordinary shares, via a subsidiary undertaking, of the following dormant corporate names at Lloyd's:

Atrium 1 Limited, Atrium 2 Limited, Atrium 3 Limited, Atrium 4 Limited, Atrium 6 Limited, Atrium 7 Limited, Atrium 8 Limited, Atrium 9 Limited, Atrium 10 Limited, 609 Capital Limited.

All companies are incorporated in England and Wales, except Atrium Insurance Agency (Asia) Pte Limited, which is incorporated in Singapore, Atrium Risk Management Services (Washington) Limited, which is incorporated in Washington, United States of America and Atrium Risk Management (British Columbia) Limited, which is incorporated in British Columbia, Canada.

# **ATRIUM UNDERWRITING GROUP LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

**31 December 2016**

### **10. DEBTORS**

	2016 \$'000	2015 \$'000
Amounts due from group undertakings	4,855	3,308
Corporation tax recoverable	1,703	883
	<u>6,558</u>	<u>4,191</u>

### **11. CREDITORS**

	2016 \$'000	2015 \$'000
Amounts owed to group undertakings	6,492	10,112
Other creditors	-	153
	<u>6,492</u>	<u>10,265</u>

### **12. AUTHORISED AND ISSUED SHARE CAPITAL**

	2016 No.	2015 No.	2016 \$'000	2015 \$'000
Allotted, called up and fully paid ordinary shares	<u>17,060,405</u>	17,060,405	<u>24,702</u>	24,702

### **13. LEASING COMMITMENTS**

	Land and buildings 2016 \$'000	2015 \$'000
At 31 December 2016, the Company had the following non-cancellable operating leases with payables as follows:		
- less than one year	22	21
- between one and five years	6	27
- more than five years	-	-
	<u>28</u>	<u>48</u>

Of the commitments due under operating leases as at 31 December 2016, \$28k (2015: \$48k) will be reimbursed by AIAL.

# ATRIUM UNDERWRITING GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

31 December 2016

### 14. CONTINGENT LIABILITIES

#### *Charge over assets*

At 1 January 2016, the Atrium Group's participation in underwriting at Lloyd's is £107.1m (2015: £107.1m), \$132.2m (2015: \$157.8m) at year end exchange rates, through ownership of its underwriting subsidiary Atrium 5 Limited (the continuing corporate member). The other underwriting subsidiaries (the ceasing corporate members) have not participated in underwriting at Lloyd's after the 2007 year of account.

#### 14.1

Under the terms of the interavailable Lloyd's Security and Trust Deed signed in November 2007, the ceasing corporate members and the continuing corporate member gave undertakings to the Society of Lloyd's, supported by a commitment from the Company, that if one of them failed to meet any of its obligations to Lloyd's the others would assign to Lloyd's on demand their rights to current and future profits held in their Premium Trust Funds or contribute profits received out of their Trust Funds to the Central Fund of Lloyd's in each case until the amounts owed by the defaulting subsidiary were paid in full.

On 26 May 2010, following closure of the 2007 year of account at which point the ceasing corporate members had no further participations on any syndicates at Lloyd's, they each entered into a Deed of Total Determination Release and Substitution whereby the interavailable Letter of Credit provided as a Lloyd's Deposit under the aforementioned Security and Trust Deed was replaced by a non-interavailable Letter of Credit provided by the continuing member. On the same date, in order to secure the release of the ceased members funds at Lloyd's, the ceasing corporate members entered into a Deed of Indemnity agreement with the Company by which the Company has given an undertaking to the Society of Lloyd's that if the ceasing corporate members failed to meet any of their obligations to Lloyd's in respect of US Federal Income and US Federal Excise tax liabilities as well as any tax liabilities in those jurisdictions where the ceased member underwrote insurance business, then the Company would meet those obligations in full.

#### 14.2

Effective 1 January 2017 Atrium 5 Limited ceased to underwrite new business at Lloyd's, with the Syndicate 609 capacity being reallocated to a fellow Enstar group company, SGL No. 1 Limited (SGL1) under a capacity lease agreement.

On 15 November 2016 Atrium 5 Limited entered into an interavailable Lloyd's Security and Trust Deed enabling some of the company's funds at Lloyd's to be made interavailable to SGL1 to support its underwriting on the 2017 and subsequent years of account. Consequently Atrium 5 will be exposed to potential losses as a result of the risk that the funds at Lloyd's which are made interavailable as funds at Lloyd's of SGL1 may in future be applied in respect of obligations of SGL1 referable to business written after 31 December 2016, including on other syndicates.

### 15. RELATED PARTIES

The Company is a wholly owned subsidiary of Alopuc Limited, the financial statements of which are publicly available. Accordingly, the Company has taken advantage of the exemption in Section 33.1A of FRS 102 'Related party disclosures' from disclosing transactions with wholly owned members of the Alopuc Group.

See note 6 for disclosure of the directors' remuneration. These directors are deemed to be key management personnel of the entity.

## **ATRIUM UNDERWRITING GROUP LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS**

**31 December 2016**

#### **16. ULTIMATE HOLDING COMPANY**

The Company's immediate parent and controlling party is Alopuc Limited, incorporated in Great Britain.

The Company's ultimate parent undertaking, Enstar Group Limited includes the Company in its consolidated financial statements. The consolidated financial statements of Enstar Group Limited are prepared in accordance with accounting principles generally accepted in the United States of America (US GAAP), are available to the public and may be obtained from the US Securities and Exchange Commission ([www.sec.gov](http://www.sec.gov)). Refer to notes 3(c) and 3(f) for exemptions claimed in relation to the preparation of the financial statements under FRS 102.